

LAKELAND FINANCIAL CORP
 Form 5
 February 11, 2009

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
FULMER L CRAIG

2. Issuer Name and Ticker or Trading Symbol
LAKELAND FINANCIAL CORP [LKFN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

120 W. LEXINGTON

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ELKHART, IN 46516

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 12/31/2008 | ^ | J4 ⁽¹⁾ | 540.212 A \$ 21.58 | 27,431.809 | I | By Spouse |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ ^ | 5,706 | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|-------------------------------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | Â | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | Â ⁽³⁾ | Common Stock | 17,971 |
| Stock Options (Right to Buy) | \$ 9.7188 | Â | Â | Â | Â | Â | 02/09/2004 | 02/09/2009 | Common Stock | 1,150 |
| Stock Options (Right to Buy) | \$ 7.5625 | Â | Â | Â | Â | Â | 02/08/2005 | 02/08/2010 | Common Stock | 1,200 |
| Stock Options (Right to Buy) | \$ 6.75 | Â | Â | Â | Â | Â | 06/13/2005 | 06/13/2010 | Common Stock | 1,000 |
| Stock Options (Right to Buy) | \$ 6.8125 | Â | Â | Â | Â | Â | 01/09/2006 | 01/09/2011 | Common Stock | 2,000 |
| Stock Options (Right to Buy) | \$ 17.185 | Â | Â | Â | Â | Â | 12/09/2008 | 12/09/2013 | Common Stock | 1,000 |
| Stock Options (Right to Buy) | \$ 24.05 | Â | Â | Â | Â | Â | 04/10/2012 | 05/14/2018 | Common Stock | 1,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FULMER L CRAIG 120 W. LEXINGTON | Â X | Â | Â | Â |

ELKHART, IN 46516

Signatures

Teresa A. Bartman,
Attorney-in-Fact

02/11/2009

____Signature of Reporting Person

____Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Dividend reinvestment for 2008.
- (2) Each phantom stock unit exercises into 1 share of Common Stock.
- (3) Phantom shares expire after the directors' retirement as a Board member.
- (4) Phantom stock is exercisable after the directors' retirement as a Board member.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.